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ELIAS C. ALVORD (1942)  
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0100369072

OF COUNSEL  
URBAN A. LESTER  
15 SEP 1994  
RECORDATION DIVISION

September 19, 1994

RECORDATION DIVISION  
18959-A  
SEP 19 1994 4:20 PM  
INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Memorandum of Master Equipment Lease Agreement, dated as of September 16, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement which was duly filed with the Commission under Recordation Number 18959.

The names and addresses of the parties to the enclosed document are:

Lessor	:	Fleet Credit Corporation 50 Kennedy Plaza, 5th Floor Providence, Rhode Island 02903
Lessee	:	Minnesota Corn Processors 400 West Main Street Marshall, Minnesota 56258

A description of the railroad equipment covered by the enclosed document is:

thirty-six (36) tank cars bearing SYRX reporting marks and road numbers as set forth on Schedule A attached to the aforesaid Memorandum.

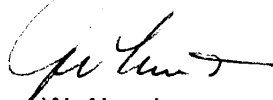
*Check Mr. Williams - Counterparts -*

Mr. Vernon A. Williams  
September 19, 1994  
Page 2

Also enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. W. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

9/19/94

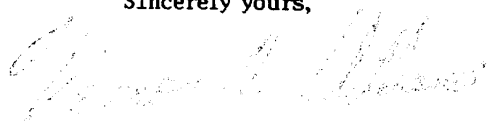
OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth Street, NW  
Ste. 200  
Washington, DC., 20006-2973

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/19/94 at 12:20PM, and assigned recordation number(s). 18959-A.

Sincerely yours,



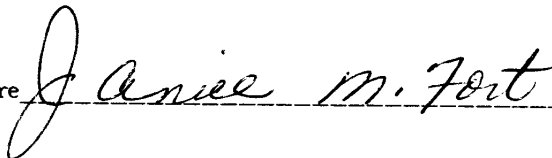
Vernon A. Williams  
Acting Secretary

Enclosure(s)

(0100369072)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18959-A  
SEP 19 1994 12:40 PM  
INTERSTATE COMMERCE COMMISSION

Filed and Recorded with the  
Interstate Commerce Commission on \_\_\_\_\_ at \_\_\_\_\_  
and given  
Recordation No. \_\_\_\_\_

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of August 22, 1994 by and between Fleet Credit Corporation, a Rhode Island corporation ("Lessor") and Minnesota Corn Processors, a Minnesota cooperative association ("Lessee"), as such agreement relates to Lease Schedule No. 03 thereof (together, the "Lease").

W I T N E S S E T H:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agree to lease from Lessor, thirty-six (36) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100WE, Spec. No. 3218 railcars bearing the serial numbers and railroad reporting markings set forth on Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: September 16, 1994

Lessor:

Lessee:

FLEET CREDIT CORPORATION

MINNESOTA CORN PROCESSORS

By: Deborah M. Hayes  
Title: Vice President

By: Richard Jorgensen  
Title: President

STATE OF: Minnesota

SS.

COUNTY OF: Lyon

On September 12, 1994 before me, Pamela A. Friesen - Executive Secretary  
(Notary Name and Title)

personally appeared Richard Jorgenson personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: Pamela A. Friesen



(Notarial Seal)

STATE OF: Rhode Island  
COUNTY OF: Providence

SS.

On September 16, 1994 before me, Katherine Wasko, Sr. CA.  
(Notary Name and Title)

personally appeared Deborah M. Hayes personally known to me  
(or proved to me on the basis of satisfactory evidence) to be the person(s) whose  
name(s) is/are subscribed to within the instrument and acknowledged to me that  
he/she/they executed the same in his/her/their authorized capacity(ies), and that by  
his/her/their signature(s) on the instrument the person(s), or the entity upon behalf  
of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature: [Signature]

expires 4/25/96 (Notarial Seal)

SCHEDULE "A"

**EQUIPMENT DESCRIPTION:** (36) 17,574 Gallon, 110-1/4, Coiled and Insulated Railroad Tank Cars, DOT111A100W3

<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>	<u>Serial Nos.</u>	<u>Reporting Marks/ Running Nos.</u>
504613	SYRX200435	504631	SYRX200453
504614	SYRX200436	504632	SYRX200454
504615	SYRX200437	504633	SYRX200455
504616	SYRX200438	504634	SYRX200456
504617	SYRX200439	504635	SYRX200457
504618	SYRX200440	504636	SYRX200458
504619	SYRX200441	504637	SYRX200459
504620	SYRX200442	504638	SYRX200460
504621	SYRX200443	504639	SYRX200461
504622	SYRX200444	504640	SYRX200462
504623	SYRX200445	504641	SYRX200463
504624	SYRX200446	504642	SYRX200464
504625	SYRX200447	504643	SYRX200465
504626	SYRX200448	504644	SYRX200466
504627	SYRX200449	504645	SYRX200467
504628	SYRX200450	504646	SYRX200468
504629	SYRX200451	504647	SYRX200469
504630	SYRX200452	504648	SYRX200470